

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

VIRDA BELL BULLARD, *et al.*;

Plaintiffs,

VS.

**BURLINGTON NORTHERN SANTA FE
RAILWAY COMPANY, KOPPERS
INDUSTRIES, INC., MONSANTO
COMPANY, DOW CHEMICAL
COMPANY, AND VULCAN
MATERIALS COMPANY:**

Defendants.

CASE NO. 07-C-6883

Judge Kennelly

Magistrate Judge Ashman

DECLARATION OF CHRISTOPHER V. GOODPASTOR

I, Christopher V. Goodpastor, pursuant to the provisions of 28 U.S.C. § 1746, declare:

1. I am an attorney at law licensed to practice before the courts of the States of Texas and California. I am an attorney with Watts Law Firm L.L.P., counsel for Plaintiffs Virda Bell Bullard *et al.* in this matter. I am fully familiar with the facts stated below and submit this declaration and the attached exhibits in support of Plaintiff's Opposition to Defendants Joint Motion to Transfer Venue.

2. Attached as Exhibit 1 are a true and correct copies of Exhibit 2, Agreement and Plan of Merger, Burlington Northern & Santa Fe Co. Annual Report on Form 10-K, for the period ending March 31, 1997, obtained from the website, www.sec.gov.

3. Attached as Exhibit 2 is a true and correct copy of a Comprehensive Report, on Robert Duncan Krebs, dated May 20, 2008, obtained from the website, www accurint.com.

4. Attached as Exhibit 3 is a true and correct copy of a name search of Gus Svolos, dated May 18, 2008, obtained from the website www.google.com.

5. Attached as Exhibit 4 is a true and correct copy of *BNSF wants memo on railroad-tie plants to be sealed*, Fort Worth Star-Telegram, April 9, 2008, obtained from the website, www.star-telegram.com.

6. Attached as Exhibit 5 is a true and correct copy of the name search of Raja K. Khuri, M.D., dated May 18, 2008, obtained on the website, www.citysearch.com.

7. Attached as Exhibit 6 is a true and correct copy, of the Environ Holdings, Inc. website, obtained from the website, Environ.com, listing contact information and a biography of Karen Boyce-Lindgren.

8. Attached as Exhibit 7 is a true and correct copy of Exhibit 2, Letter to Stockholders from Robert D. Krebs, Santa Fe Pacific Corp. Tender-offer Solicitation/Recommendation Statement on Form 14-D, dated November 22, 1994, obtained from the website, www.sec.gov.

9. Attached as Exhibit 8 is a true and correct copy of a document titled, "NPL Site Narrative for Galesburg/Koppers Co.", Federal Register Notice September 8, 1983, obtained from the website, www.epa.gov/superfund/sites/npl.

10. Attached as Exhibit 10 is a true and correct copy of excerpts of, "Statement of Basis for Solutia Inc., Sauget, Illinois," EPA I.D. No. ILD 000 802 702, dated July 2007, obtained from the website, www.epa.gov/regSrca/wptdiv/permits/actions.

11. Attached as Exhibit 11 is a true and correct copy of a Koppers, Inc. corporate profile, obtained from the website, www.koppers.com.

12. Attached as Exhibit 12 is a true and correct copy of the Attorney's Registration and Disciplinary Record for Richard E. Weicher, Supreme Court of Illinois, obtained from the website, www.iardc.com.

13. Attached as Exhibit 13 is a true and correct copy of the locations of The Dow Chemical Company in the State of Michigan, obtained from the website, www.dow.com.

14. Attached as Exhibit 14 is a true and correct copy of an abstract titled, *Mortality in a cohort of pentachlorophenol manufacturing workers, 1940-1989*, (Dec. 6, 1998), Volume 20, Issue 2, published by the American Journal of Industrial Medicine, obtained from the website www.interscience.wiley.com.

15. Attached as Exhibit 15 is a true and correct copy of the Directory of Corporate Counsel of Richard E. Weicher, obtained from the website, www.westlaw.com.

16. Attached as Exhibit 16 is a true and correct copy of a profile of the Koppers, Inc., Galesburg Plant in Galesburg, Illinois, obtained from the website, www.koppers.com.

17. Attached as Exhibit 17 is a true and correct copy of a profile of the locations of the Monsanto offices and operations in Illinois, obtained from the website, www.monsanto.com.

18. Attached as Exhibit 18 is a true and correct copy of a profile of the locations for BNSF operations in Illinois, obtained from the website, www.yellowpages.com.

19. Attached as Exhibit 19 is a true and correct copy of a profile of The Dow Chemical Company's plants in Illinois, obtained from the website, www.dow.com.

20. Attached as Exhibit 20 is a true and correct copy of a profile of the Vulcan Materials Company's plants in Illinois, obtained from the website, www.vulcanmaterials.com.

21. Attached as Exhibit 21 is a true and correct copy of the docket identification sheets of cases in which the Defendants in the present case have filed lawsuits as Plaintiffs in State and Federal Courts in Illinois, obtained from the website, www.westlaw.com.

22. Attached as Exhibit 22 is a true and correct copy of the Order of Dismissal from Case No. A-07-CA-902-SS, *Leon Brinston, et al v. Koppers Industries, et al*, filed January 31, 2008, in the United States District Court for the Western District of Texas, Austin Division.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 22nd day of May 2008, in Austin, Texas.

/s/ Christopher V. Goodpastor

Christopher V. Goodpastor

EXHIBIT 1

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Burlington Northern & Santa Fe Railway Co · 10-K · For 12/31/96 · EX-2Filed On 3/31/97 · SEC File 1-06324 · Accession Number 950131-97-2293**Find**in **this entire Filing.**

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Annual Report · Form 10-K
Filing Table of Contents

<u>Document/Exhibit</u>	<u>Description</u>	<u>Pages</u>	<u>Size</u>
1: <u>10-K</u>	Annual Report	42	231K
2: <u>EX-2</u>	Agreement & Plan of Merger	5	21K
3: <u>EX-3.1</u>	Restated Certification of Incorporation	3	13K
4: <u>EX-12</u>	Statement Re: Computation of Ratio	2:	8K
5: <u>EX-27</u>	Financial Data Schedule	2	8K

EX-2 · Agreement & Plan of Merger

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EXHIBIT 2**AGREEMENT AND PLAN OF MERGER****BETWEEN****BURLINGTON NORTHERN RAILROAD COMPANY****AND****THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY**

AGREEMENT AND PLAN OF MERGER, dated as of December 30, 1996 (the "Agreement"), between BURLINGTON NORTHERN RAILROAD COMPANY, a Delaware corporation ("BNRR") and THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, a Delaware corporation ("ATSF").

WHEREAS, the respective Boards of Directors of BNRR and ATSF have resolved that the transactions described herein are in the best interests of the parties and their sole stockholder and have approved the transactions described herein;

WHEREAS, all of the outstanding stock of BNRR is owned by Santa Fe Pacific Corporation ("SFP") and all of the outstanding stock of ATSF is owned by SFP;

WHEREAS, SFP has duly approved, by written consent, the transactions described herein;

WHEREAS, ATSF, pursuant to Section 251 of the General Corporation Law of the State of Delaware ("DGCL"), will merge with and into BNRR ("the Merger"); and

WHEREAS, for federal income tax purposes, it is intended that the Merger shall qualify as a reorganization under the provisions of section 368 of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, in consideration of the promises and the mutual agreements herein contained, the parties hereto agree as follows:

ARTICLE 1

1.1 The Merger. At the Effective Time (as defined in paragraph 1.2 below), ATSF shall be merged with and into BNRR (the "Merger") in accordance with the laws of the State of Delaware ("Delaware Law"), whereupon the separate existence of ATSF shall cease, and BNRR shall be the surviving corporation (the "Surviving Corporation").

EX-2	2nd Page of 5	TOC	1st	Previous	Next	Bottom	Just 2nd
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1.2 Effective Time. The Merger shall become effective at the hour and on the date specified in the duly executed Certificate of Merger delivered to and filed with the Secretary of State of the State of Delaware as provided in

Sections 251 and 103 of the DGCL (the "Effective Time"); such filing shall be made as soon as practicable after the execution of this Agreement.

1.3 Effect of the Merger. From and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and will be subject to all the restrictions, disabilities and duties of each of ATSF and BNRR and all property, real, personal and mixed, and all debts due to ATSF or BNRR on whatever account, as well as for stock subscriptions as all other things in action or belonging to ATSF or BNRR shall be vested in the Surviving Corporation; and all property rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of ATSF and BNRR, and the title to any real estate vested by deed or otherwise, under Delaware Law, in ATSF or BNRR, shall not revert or be in any way impaired by reason of the DGCL; but all rights of creditors and liens upon any property of ATSF or BNRR shall be preserved unimpaired, and all debts, liabilities and duties of ATSF and BNRR shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

ARTICLE 2

2.1 Certificate of Incorporation; By-Laws.

(a) At the Effective Time, the Restated Certificate of Incorporation of the Surviving Corporation shall be amended to read in its entirety as set forth in Exhibit A hereto.

(b) The By-laws of BNRR, as in effect at the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter amended in accordance with applicable law.

2.2 Directors and Officers.

(a) The directors of the Surviving Corporation at the Effective Time, in each case to hold office until their respective successors are duly elected and qualified, or their prior resignation, removal or death, shall be the following:

Robert D. Krebs
Douglas J. Babb
Jeffrey R. Moreland
Denis E. Springer

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(b) The officers of the Surviving Corporation at the Effective Time, in each case to hold office until their prior resignation, removal or death in accordance with the Certificate of Incorporation and By-Laws of the Surviving Corporation, shall be the following:

Robert D. Krebs	Chairman, President and Chief Executive Officer
Douglas J. Babb	Senior Vice President and Chief of Staff
James B. Dagnon	Senior Vice President - Employee Relations
Donald G. McInnes	Senior Vice President and Chief Operations Officer
Jeffrey R. Moreland	Senior Vice President - Law and General Counsel
Matthew K. Rose	Senior Vice President - Merchandise Business Unit
Charles L. Schultz	Senior Vice President - Intermodal and Automotive Business Unit
Denis E. Springer	Senior Vice President and Chief Financial Officer
Gregory T. Swienton	Senior Vice President - Coal and Grain Business Unit
Vincent M. Accardo	Vice President - Marketing, Revenue and Financial Systems
Thad Baham	Vice President - Safety
Steve Bobb	Vice President - Minerals
Steve Branscum	Vice President - Intermodal Marketing
Rollin Bradenberg	Vice President - Transportation
Gary L. Crosby	Vice President - Litigation
M. David Dealy	Vice President - Santa Fe Lines
Fritz Draper	Vice President - Intermodal Operations
A. R. (Skip) Endres, Jr.	Vice President - Government Relations
John J. Fleps	Vice President - Labor Relations
Michael W. Franke	Vice President and Chief Engineer
Bruce E. Freeman	Vice President - Transportation Systems
Ricci L. Gardner	Vice President - Property and Facilities Management
David L. Garin	Vice President - Minerals
Frank C. Green	Vice President - Internal Audit
Michael L. Holsteen	Vice President - Northern Lines
Ernest (Buck) L. Hord	Vice President - Operations for UP/SP Lines
John M. Hovis	Vice President - Merchandise Operations
Thomas N. Hund	Vice President and Controller
Carl R. Ice	Vice President and Chief Mechanical Officer
Thomas G. Kraemer	Vice President - Coal and Grain Operations
E. (Tay) Lyman, Jr.	Vice President - Customer Service and Support
Leslie K. Moll	Vice President - Metals
Marsha K. Morgan	Vice President - Investor Relations and Secretary
Richard G. Nelson	Vice President - Consumer Goods
William E. Nordberg	Vice President - Forest Products
Patrick J. Ottensmeyer	Vice President - Finance and Treasurer

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Dates Referenced Herein and Documents Incorporated By Reference

<u><i>This 10-K Filing</i></u>	<u><i>Date</i></u>	<u><i>Referenced-On Page</i></u>		<u><i>Other Filings</i></u>
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For The Period Ended	12/31/96			
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EXHIBIT 2

Important: The Public Records and commercially available data sources used on reports have errors. Data is sometimes entered poorly, processed incorrectly and is generally not free from defect. This system should not be relied upon as definitively accurate. Before relying on any data this system supplies, it should be independently verified. For Secretary of State documents, the following data is for information purposes only and is not an official record. Certified copies may be obtained from that individual state's Department of State.

Comprehensive Report

Comprehensive Report

Date: 05/20/08

Reference Code: 197316

Report processed by:

Watts Law Firm
555 N Caranchua
Corpus Christi, TX 78478-0002
361-887-0500 Main Phone
361-887-0055 Fax

Report Legend:

S - Shared Address

D - Deceased

✓ - Probable Current Address

Subject Information

Name: ROBERT DUNCAN KREBS
Date of Birth: **05/02/1942**
Age: **66**
SSN: 566-56-xxxx issued in
California between **01/01/1958** and
12/31/1959

AKAs (Names Associated with Subject)

ROBT KREBS
SSN: 566-56-xxxx
ROBERT DUNCAN KREBS
DOB: **05/02/1942** Age: **66** SSN:
ROBERT W KREBS
SSN:

Indicators

Bankruptcy: **No**
Property: **Yes**
Corporate Affiliations: **No**

Address Summary

✓ LAKE FOREST IL 60045-3392, LAKE COUNTY (Jun 2004 - Apr 2008)
Neighborhood Profile (2000 Census)
Average Age: **41** Median Household Income: **\$200,001** Median Home Value: **\$1,000,001** Average Years of Education: **17**

✓ LAKE FOREST IL 60045-3392, LAKE COUNTY (Oct 2003 - Mar 2008)
Neighborhood Profile (2000 Census)
Average Age: **41** Median Household Income: **\$200,001** Median Home Value: **\$1,000,001** Average Years of Education: **17**

737 N MICHIGAN AVE, CHICAGO IL 60611-2615, COOK COUNTY (Apr 2007 - Aug 2007)
Neighborhood Profile (2000 Census)
Average Age: **42** Median Household Income: **\$48,056** Median Home Value: **\$229,600** Average Years of Education: **18**

4709 CRESTLINE RD, FORT WORTH TX 76107-1507, TARRANT COUNTY (Apr 1981 - Aug 2004)
Phone at address: 817-731-1329 **DOZIER EUGENE J**
Neighborhood Profile (2000 Census)
Average Age: **46** Median Household Income: **\$35,938** Median Home Value: **\$275,000** Average Years of Education: **15**

142 STONE GATE RD, LAKE FOREST IL 60045-2435, LAKE COUNTY (Oct 1985 - Mar 2004)
Phone at address: 847-295-8629 **STEVENS LESLIE**
847-295-8764 **STEVENS LESLIE**
Neighborhood Profile (2000 Census)
Average Age: **41** Median Household Income: **\$200,001** Median Home Value: **\$1,000,001** Average Years of Education: **17**

PO BOX 18, EPHRAIM WI 54211-0018, DOOR COUNTY (Jun 1996 - Nov 2003)
Neighborhood Profile (2000 Census)
Average Age: **45** Median Household Income: **\$47,361** Median Home Value: **\$212,800** Average Years of Education: **14**

222 W 4TH ST APT 502, FORT WORTH TX 76102-3961, TARRANT COUNTY (Apr 1996 - Mar 1998)

EXHIBIT 3

[Web](#) [Images](#) [Maps](#) [News](#) [Shopping](#) [Gmail](#) [more ▼](#)[Sign in](#)[Preferences](#)**Residential Phonebook**Results 1 - 1 of 1 for **gus svolos, illinois**. (0.08 seconds)**Gus Svolos** (630) 653-7450

Lisle, IL 60532

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EXHIBIT 4



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Fort Worth Star-Telegram (TX)

2008-04-09

Section: Metro

Edition: Tarrant

Page: B5

BNSF wants memo on railroad-tie plants to be sealed
MAX B. BAKER Star-Telegram Staff Writer

FORT WORTH — BNSF Railway wants a Tarrant County judge to seal a document showing that the railroad did not have a companywide program to warn its employees about using toxic chemicals at its railroad tie-treatment plants. A 1984 internal memo known as Exhibit 356 said the railroad was warning employees about the chemicals at plants in California and Illinois, as required under state law, but not at its other plants, including its facility in Somerville in South Central Texas.

By not educating employees at all of the plants about the risks associated with the chemicals, the railroad placed itself at risk legally, according to a vice president in the railroad's legal department.

The document — marked "privileged and confidential" — was given to attorneys suing Burlington Northern over the Somerville plant as part of the legal discovery process. The railroad, which says the document was handed over in error, also wants 12 other documents returned that include protected, attorney-client communications.

Jared Woodfill, the attorney for families suing Burlington Northern, said the railroad doesn't want the documents used in future cases against it because they indicate that the railroad knew for years about unsafe working conditions at its Somerville plant.

During the trial in Fort Worth this year, several employees who worked at the plant for decades testified that they were never informed of the dangers associated with the chemicals, including creosote, which

is applied to wood to protect it against pests.

The document "shows that they had knowledge, at the highest levels, that they should have been implementing a program that was never implemented in Somerville," Woodfill said.

The documents were produced with thousands of others for the lawsuit against BNSF by Donnie and Linda Faust. They contended that Linda Faust's stomach cancer was caused by exposure to the plant's chemicals and by creosote that Donnie Faust brought home from work on his clothing.

In February, a Tarrant County jury ruled in BNSF's favor. The Fausts' lawsuit was the first case to go to trial, but many others are pending.

Suann Lundsberg, a spokeswoman for the Fort Worth-based railroad, said that Texas law allows for recovery of the documents.

"This motion concerns a very small number of privileged and confidential documents that were inadvertently produced but protected under state law and should not have been disclosed," Lundsberg said.

Lundsberg said she could not comment on Exhibit 356 because the attorneys in the trial agreed after the verdict to treat the document as privileged. The Star-Telegram acquired the memo during the trial. It is currently a part of the court's public record.

A hearing on the railroad's request will be heard in state District Judge Jeff Walker's court Thursday, along with the plaintiffs' motion for a new trial.

Memo details

The 1984 memo was written by Gus Svolos, then a vice president for legal affairs for the Atchison, Topeka and the Santa Fe Railroad, the previous owner of the tie-treatment plant. The ATSF merged with Burlington Northern in 1995.

He and Dr. Raja K. Khuri, a former chief medical officer, were discussing the railroad's "Employee Right to Know Program," a coordinated effort to inform employees at tie-treatment plants about the

toxic chemicals being used. Svolos said the railroad is required to provide chemical safety information to employees.

Svolos said the question then becomes whether the railroad should have a companywide program similar to the ones in California and Illinois.

He tells Dr. Khuri that if the railroad is ever sued in Texas, a jury could find that those employees should have received the same information.

"The jury might conclude that we should have disseminated the information to employees in Texas, even though there was no legal requirement to do so," Svolos wrote.

Snap back

William Floyd, an attorney for the railroad in the current lawsuits, states in court records that the memo was inadvertently produced in November 2002 along with 10,000 other documents in another case involving the Somerville plant.

BNSF's attorneys said they did not realize their error until Exhibit 356 was used during Woodfill's closing arguments during the trial in Fort Worth. Texas law allows BNSF to "snap back" the documents once the error is discovered.

But Woodfill said the document has been used in other cases, including a 2003 lawsuit filed by a former employee that was settled before trial.

MAX B. BAKER, 817-390-7714 maxbaker@star-telegram.com



EXHIBIT 5



- [Business Info](#)
- [Reviews](#)
- [Map & Directions](#)

Khuri Raja K MD

Chicago, IL 60606

Phone: (312) 782-4486

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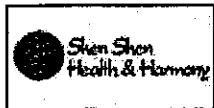
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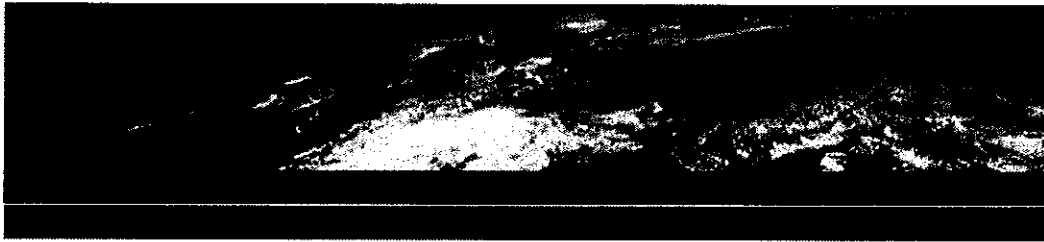
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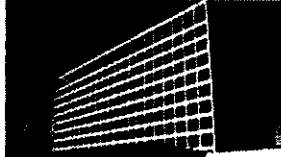
2764 North Lincoln Ave Chicago IL

EXHIBIT 6

ENVIRON®



Chicago – O'Hare, IL



8725 West Higgins Road, Suite 725
Chicago, Illinois 60631
Tel: +1 773.272.3500
Fax: +1 773.272.3501

Principals

Michael Cornwell

Gary Crawford

Philip R. Morey

Managers

Steven L. Bionz

Karen Boyce-Lindgren

Stephen Lombardo

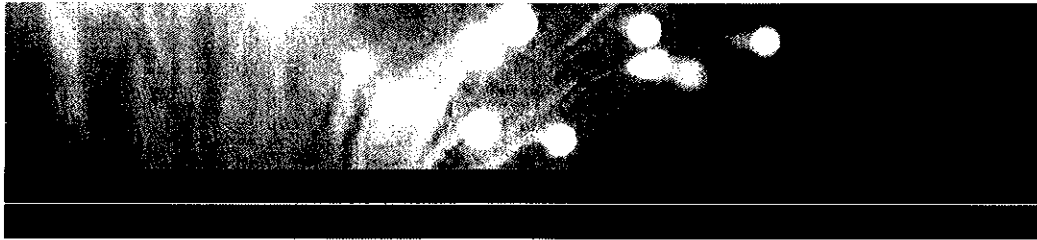
Daniel Podraza

Catherine Simmons

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Karen Boyce-Lindgren, CIH, CSP, LIH



Office: Chicago – O'Hare, IL

Position: Manager

Phone: +1 773.272.3513

Fax: +1 773.272.3501

Email Karen.Boyce-Lindgren

More than 25 years of health and safety consulting experience, with particular expertise managing all aspects of industrial hygiene programs.

Experience Highlights

- Involved in various aspects of the environmental, health, and safety program from asbestos and lead abatement to animal excrement and indoor air quality concerns for a large local school district. Educated stakeholders on the hazards of airborne contaminants and the health risk of abatement projects in their schools.
- Assisted board of education employees and consultants in mitigating emergency issues and minimizing media impact. Represented health, safety, and environmental concerns on the school district's technical advisory committee.
- Created complete, compliant health and safety programs for various operations. Programs were developed, sampling conducted, and training materials devised through minimal client participation.
- Conducted industrial hygiene assessments of various locations of a medium-sized specialty paper manufacturer, developing the audit procedure and completing audits of seven facilities.
- Acted as corporation's industrial hygienist, attending informal OSHA conferences on behalf of the company, conducted air monitoring, completed noise survey analyses, and investigated health complaints.
- Developed and implemented an industrial hygiene program for a diverse, multi-location construction subcontractor. Issues included air and noise exposures, medical requirements, and heat stress. Implemented a focused air monitoring program for lead and arsenic, which resulted in more cost-effective bid preparation for new customers.
- Developed and implemented a decentralized alcohol/drug-free workplace program with 24-hour turnaround and annual cost savings of at least \$50,000 per year.
- Served as safety manager responsible for developing and implementing safety programs, and for maintaining accident records and injury rates for a multi-location, 7,500+ employee construction subcontractor. Reviewed, created, and managed health- and safety-related training materials, a company safety manual, driver safety, protective equipment use and choice, confined-space entry, ergonomics, and process safety programs. Documented reduced claims losses of 50%, and improved injury rates from more than 15 to five (below industry average) after program implementation.

Education

MPH, Environmental and Occupational Health Sciences, University of Illinois at Chicago

BS, Environmental Health/Industrial Hygiene Sequence, Illinois State University

Certifications

Certified Industrial Hygienist, American Board of Industrial Hygiene, No. 5680

Certified Safety Professional, Board of Certified Safety Professionals, No. 8804
State of Illinois Licensed Industrial Hygienist, Illinois Department of Health

Service Areas

Compliance Assistance

Environment, Health & Safety Management

Industrial Hygiene & Safety

Risk Assessment & Risk Management

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EXHIBIT 7

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On 11/22/94 · EX-2Filed On 11/22/94 · SEC File 5-38751 · Accession Number 950131-94-1823Find in this entire Filing. Show Docs searched and every "hit".

Help... Wildcards: ? (any letter), * (many). Logic: for Docs: & (and), | (or); for Text: | (anywhere), "(&)" (near).

<u>As Of</u>	<u>Filer</u>	<u>Filing</u>	<u>On/For/As</u>	<u>Docs:Pg</u>	<u>Issuer</u>	<u>Agent</u>
11/22/94	<u>Santa Fe Pacific Corp</u>	<u>SC 14D9</u>		4:16	<u>Santa Fe Pacific Corp</u>	<u>950131</u>

Tender-Offer Solicitation/Recommendation Statement · Schedule 14D-9
Filing Table of Contents

<u>Document/Exhibit</u>	<u>Description</u>	<u>Pages</u>	<u>Size</u>
1: <u>SC 14D9</u>	Tender-Offer Solicitation/Recommendation Statement	9	48K
2: <u>EX-1</u>	Pp 36-39 Proxy/Pro	4	32K
3: <u>EX-2</u>	Letter to Stockholders	2±	10K
4: <u>EX-3</u>	Press Release	1	5K

EX-2 · Letter to Stockholders

<u>EX-2</u>	<u>TOC</u>	<u>Top</u>	<u>Previous</u>	<u>Next</u>	<u>Bottom</u>	<u>Just 1st</u>
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Exhibit 2

LOGO
(LOGO OF SANTA FE PACIFIC CORPORATION)
SANTA FE PACIFIC CORPORATION
1700 EAST GOLF ROAD
SCHAUMBURG, ILLINOIS 60173-5860

November 22, 1994

Dear Shareholder:

I am writing to give you the views of the Board of Directors of Santa Fe Pacific Corporation about how you should respond to the Union Pacific Corporation tender offer for Santa Fe common stock. The Board recommends that you do not tender your shares to Union Pacific at this time. That recommendation is subject to change as events unfold that will clarify whether a transaction with Union Pacific is in your best interest.

The goal of the Board of Directors and management of Santa Fe in connection with the Merger Agreement with Burlington Northern Inc. and the competing proposal from Union Pacific has been to achieve the best result for our shareholders. We are also mindful of the interests of our shippers and the public.

It would be a mistake for Santa Fe and for you to give up the benefit of the Burlington Northern Merger Agreement unless and until a better arrangement is clearly available.

In responding to the unsolicited proposals from Union Pacific we have maintained the position that we would fulfill our contractual obligations under the Burlington Northern Merger Agreement, but that if Union Pacific were to make a proposal, at a fair price and with an adequate provision for a voting trust that would substantially eliminate the regulatory risk for Santa Fe shareholders, the Santa Fe Board would consider that proposal in light of its

fiduciary duties.

Union Pacific has now proposed a voting trust. However, the Union Pacific voting trust proposal is subject to the condition that the staff of the Interstate Commerce Commission issue an informal, non-binding opinion, acceptable to Union Pacific, that the use of the voting trust submitted by Union Pacific is consistent with applicable ICC policies. Union Pacific has applied to the ICC staff for such an opinion. It is unclear at this point whether or when such a favorable ICC staff opinion will be issued on the Union Pacific voting trust or whether the ICC may prevent Union Pacific from using a voting trust.

The Union Pacific proposal is a taxable transaction, whereas the transaction contemplated by the Burlington Northern Merger Agreement is non-taxable. When coupled with prior statements made by Union Pacific, including its reference to a price of \$20 per Santa Fe share in its October 5 meeting with me, we believe Union Pacific should improve the financial terms of its latest proposal.

The Union Pacific proposal is also subject to a number of other conditions which suggest that the proposal is too uncertain to be considered a firm alternative to the Burlington Northern Merger Agreement at this time. Union Pacific has the ability to modify or eliminate those conditions.

Santa Fe's Board of Directors believes that these issues must be clarified before the Board can determine what course of action is in the best interest of Santa Fe's shareholders.

Attached is Santa Fe's Schedule 14D-9, which formally responds to the Union Pacific tender offer. Please review it carefully. I assure you we will continue to manage the situation carefully to protect your interest.

Very truly yours,

LOGO

(LOGO SIGNATURE OF ROBERT D. KREBS)

Robert D. Krebs

Chairman, President and
Chief Executive Officer

Dates Referenced Herein and Documents Incorporated By Reference

This SC 14D9 Filing **Date** **Other Filings**

Filed On / Filed As Of 11/22/94 SC 14D1/A

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List All Filings

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EXHIBIT 8



<http://www.epa.gov/superfund/sites/npl/nar504.htm>

Last updated on Wednesday, November 28th, 2007.

National Priorities List (NPL)

You are here: [EPA Home](#) » [Superfund](#) » [Sites](#) » [National Priorities List \(NPL\)](#) » [Locate NPL Sites](#)
» [NPL Sites in the US](#) » NPL Site Narrative for Galesburg/Koppers Co.

NPL Site Narrative for Galesburg/Koppers Co.

GALESBURG/KOPPERS **Galesburg, Illinois**

Federal Register Notice: September 8, 1983

Conditions at listing (December 1982): The Galesburg/Koppers Site covers 400 acres outside Galesburg, Knox County, Illinois. Koppers Co. treats railroad ties on the site, which is owned by Burlington Northern Railroad. The plant has been in operation since 1907. In the past, waste water containing creosote and pentachlorophenol was discharged to four unlined ponds on-site, resulting in contamination of the shallow aquifer. Contamination has not been detected so far in the deeper aquifer or in the many private drinking water wells in the area. In 1977, the State required the company to prevent leaching oily materials from entering a nearby ditch. In response, the company dug an intercepting ditch and dammed off the existing ditch. Thousands of gallons per year of oily waste are recovered from the intercepting ditch. In about 1979, two of the three creosote ponds were filled in.

Status (July 1983): The company is negotiating with the State for cleanup of former disposal areas as well as treatment of current waste water. The company, after completing a hydrogeological study and preparing a ground water monitoring report, is taking additional ground water samples.

In June 1983, EPA completed a draft Remedial Action Master Plan outlining the investigations needed to determine the full extent of cleanup required at the site. It will guide further actions at the site.

For more information about the hazardous substances identified in this narrative summary, including general information regarding the effects of exposure to these substances on human health, please see the Agency for Toxic Substances and Disease Registry (ATSDR) ToxFAQs. ATSDR ToxFAQs can be found on the Internet at <http://www.atsdr.cdc.gov/toxfag.html> or by telephone at 1-888-42-ATSDR or 1-888-422-8737.

EXHIBIT 9

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

VIRDA BELL BULLARD, *et al.*;

Plaintiffs,

VS.

**BURLINGTON NORTHERN SANTA FE
RAILWAY COMPANY, KOPPERS
INDUSTRIES, INC., MONSANTO
COMPANY, DOW CHEMICAL
COMPANY, AND VULCAN
MATERIALS COMPANY;**

Defendants.

CASE NO. 07-C-6883

**Judge Kennelly
Magistrate Judge Ashman**

DECLARATION OF VIRDA BELL BULLARD

I, Virda Bell Bullard, pursuant to the provisions of 28 U.S.C. § 1746, declare:

1. My name is Virda Bell Bullard. I am over eighteen (18) years old and fully competent to make this declaration. I have personal knowledge of the facts stated in this declaration and attest that the facts stated herein are true and correct.

2. My permanent residence currently is in Chicago, Illinois. I have resided in Chicago, Illinois since 1962.

3. It would be extremely inconvenient for me to attend trial of this matter in Texas. I am a 76 years old and have been diagnosed with cancer. My age and current health condition make travel or time away from home very difficult for me. The significant travel and time away from home required for a trial in Texas will cause me severe distress. Attending trial in Chicago, Illinois, where I chose to file my claims against the defendants in this matter, would be far more convenient for me.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 21 day of May 2008, in Chicago, Illinois.

Virda B. Bullard
Virda Bell Bullard

EXHIBIT 10

STATEMENT OF BASIS

for

**Solutia Inc.
Sauget, Illinois**

EPA I.D. No. ILD 000 802 702



July 2007

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List of Acronyms

AO	- Administrative Order
AOC	- Administrative Order on Consent
CERCLA	- Comprehensive Environmental Response, Compensation, and Liability Act
CMS	- Corrective Measures Study
DCBs	- Dichlorobenzenes
DHU	- Deep hydrogeologic unit
DNAPL	- Dense non-aqueous phase liquid
GMCS	- Groundwater migration control system
HVAC	- Heating, ventilation, and air conditioning
IEPA	- Illinois Environmental Protection Agency
ISTD	- In-situ thermal desorption
MCB	- Monochlorobenzene
MCL	- Maximum contaminant level
MHU	- Middle hydrogeologic unit
MNA	- Monitored natural attenuation
O&M	- Operation and maintenance
PCB	- Polychlorinated biphenyl
ppb	- Part per billion
ppm	- Part per million
RCRA	- Resource Conservation and Recovery Act
RFI	- RCRA Facility Investigation
SB	- Statement of Basis
SHU	- Shallow hydrogeologic unit
SVE	- Soil vapor extraction
SVOC	- Semi-volatile organic compound
TACO	- Tiered Approach to Corrective Action Objectives
U.S. EPA	- United States Environmental Protection Agency
VOC	- Volatile organic compound

Statement of Basis for Solutia Inc. Located in Sauget, Illinois

INTRODUCTION

This Statement of Basis (SB) presents the proposed remedy to address contaminated groundwater, soil, surface water, sediment, and indoor air at and from the Solutia Inc. (Solutia) facility located in Sauget, Illinois. It includes summaries of potential remedy alternatives evaluated by Solutia and the United States Environmental Protection Agency (U.S. EPA). U.S. EPA will select a final remedy after a 45-day public comment period and consideration of substantive public comments.

This SB is being issued by U.S. EPA as part of its public participation responsibilities under the Resource Conservation and Recovery Act (RCRA). It summarizes information that can be found in greater detail in the final RCRA Facility Investigation (RFI), Corrective Measures Study (CMS), and other pertinent documents contained in the Administrative Record. An Index to the Administrative Record is attached. U.S. EPA encourages the public to review these documents in order to gain a more comprehensive understanding of the RCRA corrective action activities to be conducted at the Solutia facility.

U.S. EPA may modify the proposed remedy or select another remedy based on new information or public comments. Therefore, the public is encouraged to review and comment on the SB. All documents supporting this SB are contained in the Administrative Record located at the Cahokia Public Library, 140 Cahokia Park Drive, Cahokia, Illinois, and the U.S. EPA, Region 5 Record Center (7th Floor), 77 W. Jackson Boulevard, Chicago, Illinois.

PROPOSED REMEDY

U.S. EPA proposes the following remedy to address all contaminated groundwater, soil, surface water, sediment, and indoor air at and from the Solutia facility:

- Continue to operate the Solutia groundwater migration control system (GMCS) that intercepts and captures contaminants in the American Bottoms aquifer before they can discharge to the Mississippi River. Contaminated groundwater is treated at the American Bottoms Regional Treatment Facility and treated groundwater is discharged by permit to the Mississippi River.

necessary, evaluate and implement technologies capable of stabilizing the contaminant plume and eliminating unacceptable risk.

- Conduct periodic technical reviews that evaluate current site conditions using available data from the long-term monitoring program. Assess whether alternative technologies are necessary and available to expedite groundwater cleanup in the American Bottoms aquifer.
- Ensure compliance with municipal ordinances established to restrict current and future groundwater use. Provide periodic public advisories that notify the public of local groundwater restriction ordinances.
- Implement environmental covenants that run with the land to restrict on-site groundwater use, limit site use to industrial/commercial activities, and impose controls on excavation procedures for construction workers and redevelopment workers at on-site areas with unacceptable risk.

FACILITY BACKGROUND

The Solutia facility (also known as the W.G. Krummrich Plant) is located at 500 Monsanto Avenue in Sauget, Illinois. Mississippi Avenue (Illinois Route 3) cuts through the western portion of the facility. The facility is bound on the east by Falling Springs Road and the City of East St. Louis. The Mississippi River is located approximately one-half mile to the west (see Figure 1).

Land use surrounding the Solutia facility is mainly heavy industry. Commercial businesses are located to the northwest along the north side of Monsanto Avenue. Residential neighborhoods are located approximately 3,000-feet to the southeast and northeast of the Solutia facility in the Village of Sauget and City of East St. Louis. Groundwater is not used as a drinking water source in the Village of Sauget or in the nearby communities of East St. Louis and Cahokia. Potable water is supplied to area industry and residents by the Illinois American Water Company which obtains water from the Mississippi River approximately three miles upstream of the Solutia facility. Ordinances passed in the Village of Sauget and City of East St. Louis prohibit the use of groundwater as a potable water supply.

The Solutia facility began operations in 1917 as Monsanto Company (Monsanto). Monsanto manufactured industrial chemicals, chemical intermediates, agricultural intermediates, and rubber chemicals. Monsanto spun off its chemical business on

September 1, 1997, and the W.G. Krummrich Plant in Sauget, Illinois became known as Solutia.

On May 3, 2000, U.S. EPA issued a RCRA Administrative Order on Consent (AOC) to Solutia. The AOC requires Solutia to complete specific corrective action activities by a certain date, including stabilizing the migration of contaminated groundwater, controlling exposures that could potentially impact human health, and implementing final corrective measures.

Additional investigations and remediation in the immediate vicinity of the Solutia facility are being performed by the CERCLA (Superfund) program (see Figure 1). The Sauget Area 1 Sites involve the cleanup of Dead Creek and landfills located due south of the W.G. Krummrich Plant. The Sauget Area 2 Sites involve the cleanup of landfills located due west of the Solutia facility along the Mississippi River. Extensive groundwater contamination identified in the local area originates from a combination of source areas at the Solutia facility, Sauget Area 1 Sites, and Sauget Area 2 Sites. Groundwater contaminant plumes from the three different source areas merge and can not be easily segregated. A cooperative approach between the RCRA and CERCLA programs of U.S. EPA, Solutia, and other potentially responsible parties for the Sauget Area 1 and 2 Sites has been used in an effort to wholly address area-wide groundwater contamination.

RCRA Facility Investigation (RFI) Results

The purpose of the RFI is to identify and define the nature and extent of releases of hazardous waste at or from the Solutia facility. Significant releases of hazardous waste identified during the RFI are discussed below by area. Facility study areas are presented in Figure 2.

Mississippi River - Investigations initially began in the Mississippi River in October and November of 2000. Monitoring wells installed beginning in the early-1980s identified an extensive area of groundwater contamination at and in the vicinity of the W.G. Krummrich Plant. Groundwater flow was to the Mississippi River so Solutia undertook a study to determine the impacts on the Mississippi River from the discharge of contaminated groundwater.

Solutia and U.S. EPA collected surface water and sediment samples in the Mississippi River due west of the Solutia facility. Many samples were found to have concentrations of contaminants exceeding ecological screening levels and water quality protection standards and some samples exhibited toxicity to minnows and aquatic organisms. The main contaminants of concern noted in the Mississippi River were benzene, chlorinated

benzenes, aniline, 4-chloroaniline, phenol, chlorinated phenols, and toluene. Fish were found to be bioaccumulating a herbicide called MCPP (methyl-chlorophenoxy-propionic acid). Solutia's ecological risk assessment concluded that there was an unacceptable risk posed to the river environment from the discharge of contaminated groundwater.

U.S. EPA issued a CERCLA Administrative Order (AO) on September 30, 2002, to address the unacceptable risk posed to the Mississippi River from the discharge of contaminated groundwater. Solutia and other potentially responsible parties initiated a remedial design for a groundwater migration control system (GMCS) to cut-off groundwater contaminants discharging to the Mississippi River. A three well extraction system was installed in the summer of 2003. Construction of a slurry wall barrier began in September 2003 and was completed in November 2004. The GMCS maintains hydraulic control of groundwater, effectively capturing the contaminant plume before it discharges to the Mississippi River. Captured groundwater is routed to and treated at the American Bottoms Regional Treatment Facility, then discharged pursuant to a permit to the Mississippi River.

Current impacts to the Mississippi River from the potential discharge of contaminated groundwater are monitored semiannually as part of the CERCLA AO. Some site-related constituents such as chlorinated benzenes, 4-chloroaniline, and an herbicide (2,4-D) are present but contaminant concentrations in the river appear to be decreasing. U.S. EPA also conducted sediment sampling in the river downstream of the Solutia facility in October 2005. Depositional areas (typically sandbars) occur along the Illinois-side near dikes installed by the United States Army Corps of Engineers. The depositional areas are most apparent south of Arsenal Island and near the Jefferson Barracks Bridge (Interstate 255). Most sediment samples were found to be clean. Two sample locations (approx. 8 and 10.5 miles south of Solutia) had PCBs and pesticides present in concentrations exceeding ecological screening levels. Ecological impacts in the Mississippi River are being assessed under the CERCLA AO and as part of the CERCLA Sauget Area 2 Sites investigations.

Former PCB Manufacturing Area - Monsanto historically produced PCBs at the eastern portion of the W.G. Krummrich Plant. Operations ceased in the 1970s. A large four-acre area of soil is contaminated with PCB concentrations greater than 25 parts per million (ppm).

PCB contamination in soil is present down to 15-feet where groundwater is typically encountered. Solutia estimates that approximately 60,000 pounds of PCBs are present in the upper 15-feet of soil in the four-acre area. In groundwater, PCBs were found to be present as a dense, non-aqueous phase liquid (DNAPL) as deep as 60-feet. PCBs in

groundwater exceeding cleanup goals have migrated at least 1600-feet west of the Former PCB Manufacturing Area.

Former Chlorobenzene Process Area - Monsanto and Solutia historically produced monochlorobenzene (MCB) and dichlorobenzenes (DCBs) at the eastern portion of the W.G. Krummrich Plant. Operations ceased in 2004.

MCB and DCB contamination in soil is present down to the water table in three primary areas within the Former Chlorobenzene Process Area. One of the areas is associated with an MCB spill of approximately 6,000 gallons in January 2001. MCB and DCB product was found to occur as DNAPL in groundwater down to bedrock (approximately 115-feet deep). An extensive MCB plume extends and discharges to the Mississippi River. At the river, the MCB plume is approximately 6000-feet wide. The DCB plume is not as extensive but also discharges to the river.

Other significant contaminants detected in soil down to the water table at the Former Chlorobenzene Process Area include PCBs, 1,2,4-trichlorobenzene, nitrochlorobenzenes, 4-chloroaniline, chlorinated phenols, and tetrachloroethylene.

At and near the southern portion of the Former Chlorobenzene Process Area, lead concentrations averaging over 2,000 ppm are found in shallow soil (0-3 feet) in an area approximately two acres in size, and at 5,600 ppm in subsurface soil at one distinct location.

Former Chlorobenzene and Benzene Storage Area - Monsanto and Solutia historically stored MCB and benzene at the southwest corner of the W.G. Krummrich Plant near Mississippi Avenue (Illinois Route 3). Benzene was piped from the Mississippi River terminal and stored in a large aboveground storage tank.

Benzene is found in the area of the former large aboveground benzene storage tank in soil down to the water table. A benzene plume originates in this area that extends and discharges to the Mississippi River. MCB is found throughout the former chlorobenzene storage area in soil down to the water table. This area is likely a local source of MCB that merges with major source areas originating at the Former Chlorobenzene Process Area located to the northeast.

Other significant contaminants detected in soil at the former chlorobenzene storage area include PCBs and chlorinated phenols. Lead concentrations averaging over 1,000 ppm were detected in shallow soil (0-3 feet) at two locations along the southern boundary near railroad tracks.

north half of Lot F. Disposal of drums occurred in the southwest corner of Lot F prior to 1946. Partial removal of waste drums consisting mainly of nitrochlorobenzenes, dinitrochlorobenzenes, and nitrobiphenyl began in 1985 but was discontinued due to the drums being badly decomposed. A high density polyethylene liner and clay cap were installed in 1987 over the remaining waste and the landfill was fenced.

Groundwater monitoring performed at the Route 3 Drum Site found releases of 2,4,6-trichlorophenol, nitrobenzene, nitrochlorobenzenes, and pentachlorophenol from the landfill. The extent of these contaminants in groundwater has not been fully defined. However, if the groundwater contaminants were to migrate to the Mississippi River, they are expected to be captured by the GMCS.

Area Groundwater – A grid of 20 monitoring wells is used to assess groundwater conditions beneath the Solutia facility and westward to the Mississippi River. The monitoring wells are sampled quarterly for VOCs, SVOCs, PCBs, pesticides, herbicides, and metals.

The major contaminants found migrating in groundwater from the Solutia facility are benzene, MCB, DCBs, 4-chloroaniline, PCBs, 2-chlorophenol, and phenol. The MCB plume is the largest, underlying approximately 1,000 acres. Four of the contaminants, benzene, MCB, DCB, and 2-chlorophenol are found in groundwater discharging to the Mississippi River north of the GMCS. Potential impacts to the Mississippi River in the discharge area north of the GMCS have not been determined.

Source areas at the Solutia facility contributing contaminants to area groundwater are the Former PCB Manufacturing Area, Former Chlorobenzene Process Area, Former Chlorobenzene and Benzene Storage Area, Central Plant Process Area, and Route 3 Drum Site.

Facility Indoor Air and Soil Vapor – Soil vapor sampled at the Former PCB Manufacturing Area, Former Chlorobenzene Process Area, and Central Plant Process Area has benzene, MCB, and/or DCB concentrations above U.S. EPA target concentration levels set to protect indoor air for current use and redevelopment. Target concentrations for tetrachloroethylene were also exceeded in soil vapor at the Former Chlorobenzene Process Area, Former Chlor-Alkali Production Area, and Former Chlorobenzene and Benzene Storage Area.

MCB was above the U.S. EPA target concentration level in indoor air at Building BBZ (storeroom) in the Central Plant Process Area. However MCB was also present in the air intake vent and outside ambient air. MCB is no longer produced at the Solutia facility.

at the Solutia facility is throughout the area where groundwater is contaminated above the cleanup levels. U.S. EPA typically refers to this point of compliance as the "throughout-the-plume" point of compliance.

IEPA considers the American Bottoms aquifer to be a high quality Class I potable resource groundwater subject to the highest protection standards. At the Solutia facility, the aquifer is divided into three units; the shallow hydrogeologic unit (SHU), the middle hydrogeologic unit (MHU), and the deep hydrogeologic unit (DHU). A groundwater characteristic at the Solutia facility is that with increasing distance from a major source area, contaminant concentrations decrease in the SHU and MHU, but increase in the DHU. The long-term groundwater cleanup levels for groundwater contaminants identified in the table below would achieve U.S. EPA's ultimate goal of returning contaminated groundwater to its maximum beneficial use. The cleanup levels are exceeded throughout-the-plume at the following locations:

- Benzene and MCB site-wide and off-site to the Mississippi River. With increasing distance from source areas such as the Former Chlorobenzene Process Area, and the Former Chlorobenzene and Benzene Storage Area, benzene and MCB are typically present in only the DHU, especially at the river.
- DCBs site-wide, with some migration off-site and discharge to the Mississippi River. DCBs are not as extensive as benzene and MCB. Near the river, DCBs from other source areas at the Saugnet Area 2 Sites complicate defining contributions from the Solutia facility.
- 4-chloroaniline at the Former PCB Manufacturing Area, Former Chlorobenzene Process Area, Former North Plant Process Area, Lot F, and off-site but not reaching the river.
- PCBs at the Former PCB Manufacturing Area, Former Chlorobenzene Process Area, Former North Plant Process Area, and Central Plant Process Area.
- 2-chlorophenol at the Central Plant Process Area, Lot F, and off-site to the Mississippi River.
- Phenol at the Former PCB Manufacturing Area, Former Chlorobenzene and Benzene Storage Area, Lot F, and off-site but not reaching the river.
- 1,2,4-trichlorobenzene at the Former PCB Manufacturing Area, and Former Chlorobenzene Process Area.

- 2,4,6-trichlorophenol, pentachlorophenol, nitrochlorobenzenes, and nitrobenzene at the Route 3 Drum Site, and off-site but not reaching the river.
- Pentachlorophenol and tetrachloroethylene at the Former Chlorobenzene Process Area.
- Ethylbenzene and naphthalene at the east edge of the Solutia facility. These contaminants may be from an off-site source.

GROUNDWATER CONTAMINANT	GROUNDWATER CLEANUP LEVEL (ppb)
Benzene	5
MCB	100
1,2-DCB	600
1,3-DCB	6.3
1,4-DCB	75
1,2,4-trichlorobenzene	70
Nitrobenzene	3.5
2-nitrochlorobenzene	0.15
4-nitrochlorobenzene	1.2
2-chlorophenol	35
2,4,6-trichlorophenol	10
Pentachlorophenol	1
Phenol	100
4-chloroaniline	28
PCBs	0.5
Ethylbenzene	700
Naphthalene	140
Tetrachloroethylene	5

Soil

Concentrations of contaminants found in soil in some areas at the Solutia facility may pose an unacceptable risk to workers from incidental ingestion and inhalation. Soil contaminant concentrations were compared to baseline remediation objectives developed under IEPA TACO. Baseline remediation objectives can be used as a screening tool and

can be used as final soil cleanup levels to protect workers. In the alternative, a site-specific risk assessment subject to U.S. EPA approval, may be performed to derive final soil cleanup levels. Soil remediation objectives identified in the table below are exceeded at the following areas:

- PCBs at the Former PCB Manufacturing Area, Former Chlorobenzene Process Area, Former Chlorobenzene and Benzene Storage Area, Central Plant Process Area, and Former PCB Warehouse.
- MCB at the Former PCB Manufacturing Area, Former Chlorobenzene Process Area, Former Chlorobenzene and Benzene Storage Area, Central Plant Process Area, Former North Plant Process Area, and Former Chlor-Alkali Production Area.
- Benzene at the Former Chlorobenzene Process Area, Former Chlorobenzene and Benzene Storage Area, and Central Plant Process Area.
- DCBs at the Former Chlorobenzene Process Area, Former Chlorobenzene and Benzene Storage Area (BBU drum storage warehouse), Former PCB Warehouse, and possibly at the Former PCB Manufacturing Area.
- 1,2,4-trichlorobenzene at the Former Chlorobenzene and Benzene Storage Area (BBU drum storage warehouse), Former PCB Warehouse, and possibly at the Former PCB Manufacturing Area.
- Nitrobenzene at the Former Chlorobenzene and Benzene Storage Area (BBU drum storage warehouse).
- Pentachlorophenol at the Former Chlorobenzene Process Area, and Former Chlorobenzene and Benzene Storage Area.
- Nitrochlorobenzenes, nitrobenzene, tetrachloroethylene, ethylbenzene, and xylenes at the Former Chlorobenzene Process Area.
- Ethylbenzene, xylenes, and vinyl chloride at the Central Plant Process Area (former steamer overhead tank).
- MCB, toluene, and xylenes at the Central Plant Process Area (ketone residue tank and former benzyl chloride residue tank).

- Xylenes at the Former Chlorobenzene Process Area, Former Chlorobenzene and Benzene Storage Area, and Former North Plant Process Area.
- Carbon tetrachloride and 1,2-dibromoethane at the Former Chlorobenzene Process Area (spent carbon surge tank).
- 3,3'-dichlorobenzidine at the Former PCB Manufacturing Area, and Former Chlorobenzene and Benzene Storage Area.
- 2-hexanone at the Central Plant Process Area, and Former North Plant Process Area.
- Cis- and trans-1,3-dichloropropene at the Former North Plant Process Area.
- Lead at the Former Chlorobenzene Process Area, Former Chlorobenzene and Benzene Storage Area, and Central Plant Process Area.
- Mercury at the Former Chlor-Alkali Production Area.

SOIL CONTAMINANT	SOIL REMEDIATION OBJECTIVE* (ppm)
Benzene	16
MCB	1.3
1,2-DCB	310
1,4-DCB	340
1,2,4-trichlorobenzene	920
Nitrobenzene	9.4
2-nitrochlorobenzene	4.5
4-nitrochlorobenzene	37
Pentachlorophenol	240
PCBs	1, 10, or 25**
Ethylbenzene	58
Toluene	42
Xylenes	5.6
Tetrachloroethylene	200
Vinyl chloride	1.1
Carbon tetrachloride	6.4

1,2-dibromoethane	0.7
3,3'-dichlorobenzidine	130
2-hexanone	0.72
Cis/trans-1,3-dichloropropene	2.3
Lead	400
Mercury	61

* Lowest value for ingestion and inhalation exposure routes for the Industrial/Commercial Worker or Construction Worker. Calculated values for carcinogens correspond to a cancer risk level of 1 in 100,000.

** 1 = preliminary remediation goal, 10 = unrestricted area with cap, and 25 = restricted area with cap.

Concentrations of contaminants found in soil in some areas at the Solutia facility are also significant enough to continue to migrate or potentially migrate to groundwater. Long-term soil cleanup levels for site contaminants that protect groundwater, expedite groundwater cleanup time-frames, and protect the Mississippi River environment are:

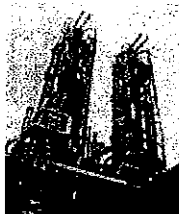
SOIL CONTAMINANT	SOIL CLEANUP LEVEL TO PROTECT GROUNDWATER (ppm)
Benzene	0.03
MCB	1
1,2-DCB	17
1,3-DCB	NA
1,4-DCB	2
1,2,4-trichlorobenzene	5
Nitrobenzene	0.1
2-nitrochlorobenzene	NA
4-nitrochlorobenzene	NA
2-chlorophenol	4*
2,4,6-trichlorophenol	0.2*
Pentachlorophenol	0.03*
Phenol	0.3
4-chloroaniline	0.7
PCBs	NA
Ethylbenzene	13

EXHIBIT 11

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Our Company Worldwide Locations

Stickney Plant



The Koppers Inc. Stickney Plant was engineered and constructed in 1920-1921 by the Koppers Company on a 36-acre plot in Stickney, IL for the American Tar Products Company. In 1968, Koppers Company constructed a Phthalic Anhydride (PAA) fixed bed reactor plant on the

Stickney site. The Stickney Plant is capable of converting various crude tars into liquid pitch and other liquid products such as creosote, refined tars, chemical oils and various grades of coal tar pitch.

Location Summary

Physical Location	Stickney, Illinois
Region	United States
Company Name	Koppers Inc. Carbon Materials and Chemicals
Mailing Address	3900 S. Laramie Avenue Cicero, IL 60804-4523
Street Address (Delivery)	Same as above
Tele	708-656-5900
Fax	708-656-6079
Manager	Richard W. Wagner (email) <i>Plant Manager</i>

EXHIBIT 12

WEBSITE INFORMATION SEARCH SITE HOME

ATTORNEY SEARCH: ATTORNEY'S REGISTRATION PUBLIC DISCIPLINARY RECORD

Individual Attorney Record of Public Registration and Public
Disciplinary and Disability Information as of May 19, 2008 at 12:18:26 PM:

Full Licensed Name:	Richard Edward Weicher
Full Former Name(s):	None
Date of Admission as Attorney in Illinois Supreme Court:	October 24, 1974
Registered Business Address:	BNSF Railway Co. 547 W. Jackson Blvd., Suite 1509 Chicago, IL 60661-5723
Registered Business Phone:	312.850.5679
Illinois Registration Status:	Active and authorized to practice law - Last Registered Year: 2008
Malpractice Insurance: Is it in force as of date of registration; consult attorney for further information)	In annual registration, attorney reported that he/she does not have malpractice coverage. (Some attorneys, such as judges, government lawyers, and in-house corporate lawyers, may not carry coverage due to the nature of their practice setting.)

Public Record of Discipline

Pending Proceedings: None

carefully to be sure that you have selected the correct lawyer. At
lawyers have similar names. The disciplinary results displayed
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ordered disability inactive status, reinstatement and restoration
actions, and pending public proceedings. Investigations are
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Harbor Beach
Hillsdale
Auburn Hills

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Products Made in Michigan

Attracting New Investment

Community Safety

News & Communication

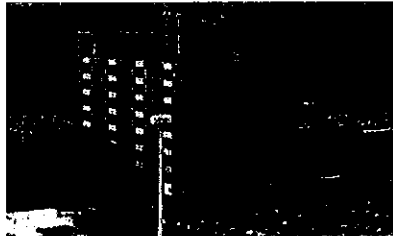
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Locations

The Dow Chemical Company is headquartered in Midland, Michigan, but its influence extends throughout the state of Michigan and around the globe. The Dow Chemical Company is committed to the long-term sustainability of the state and is investing in many Michigan communities.

- The company's corporate headquarters and its Michigan Operations manufacturing site are located in Midland. Approximately 5,500 people work at Dow locations in mid-Michigan.
- Ludington is home to Dow Calcium Chloride, the world's largest producer of calcium chloride. The Ludington site employs about 130 people.
- The Harbor Beach site, owned by Dow AgroSciences LLC, a subsidiary of The Dow Chemical Company, is the manufacturing facility for spinosad, an active material behind several insecticides. The site employs more than 180 people and is the largest employer in the area.
- The Dow Automotive manufacturing site in Hillsdale produces a variety of adhesives, plastics and glass bonding systems for the automotive industry. The site employs approximately 200 people.
- The world headquarters for Dow Automotive is located in Auburn Hills, along with R&D labs and advanced engineering facilities. Dow Automotive employs approximately 200 people at its Auburn Hills location.



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⚠ Systems maintenance, Monday 19th May 0600-0800 EDT

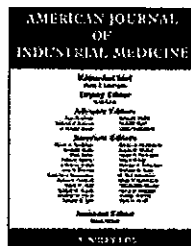
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Article

Mortality in a cohort of pentachlorophenol manufacturing workers, 1940-1989

Jonathan M. Ramlow, PhD, MPH¹*, Nanette W. Spadacene, CIH, MPH¹, Scott R. Hoag, IHIT, MS¹, Beth A. Stafford, BS¹, Janice B. Cartmill, BS, RN¹, Phillip J. Lerner, MD, MPH^{1,2}

¹Health and Environmental Sciences/Epidemiology, Analytical Chemistry, and/Manufacturing Industrial Hygiene Services, Record/Report WPAC and Occupational Health Services, The Dow Chemical Company, Midland, MI

²3M Medical Department, 3M Center, Building 220-3W-05, St. Paul, MN 55144

*Correspondence to: Jonathan M. Ramlow, The Dow Chemical Company, H&ES/Epidemiology, 1803 Building, Midland, MI 48674

KEYWORDS

accident mortality • aplastic anemia • cancer mortality • dioxin • gastrointestinal disease • occupational health • pentachlorophenol • SMR

ABSTRACT

Mortality in a cohort of 770 workers with potential pentachlorophenol (PCP) exposure was evaluated from 1940 through 1989. The study cohort is a subset of a larger cohort of workers with potential exposure to higher chlorinated dioxins. Total mortality and cancer mortality, in the PCP cohort were slightly lower than expected in comparison to the U.S. white male population. There were 229 total deaths with 242.5 expected (SMR = 94, 95% confidence interval 83-108), and 50 cancer deaths with 52.6 expected (SMR = 95, 95% confidence interval 71-125). In comparison with unexposed employees, the risk ratio for total mortality was 1.03 (95% confidence interval 0.90-1.17), and the risk ratio for all cancer mortality was 0.95 (95% confidence interval 0.71-1.26).

In most cause of death categories of a priori interest no deaths were observed in the cohort. A small excess of other and unspecified lymphoproliferative cancer deaths was observed but did not appear to be related to exposure. Excesses of deaths due to cancer of the kidney, gastric and duodenal ulcer, cirrhosis of the liver, and all accidents were observed in comparison with the U.S. white male population and with unexposed employees. These were associated with increasing estimated cumulative PCP exposure after lagging exposures by 5 and 15 years.

Despite the limited size and the generally favorable total mortality experience of the cohort, it was concluded that cohort members may have incurred increased risk of death due to some specific causes. The risks could not, however, be attributed conclusively to PCP exposure and may have been associated with other occupational and nonoccupational factors. Additional mortality surveillance of this

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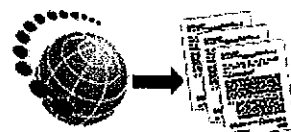
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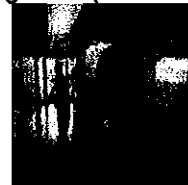
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RICHARD E. WEICHER

Vice President & General Counsel (1996)

BURLINGTON NORTHERN SANTA FE CORPORATION (ILLINOIS)

2500 Lou Menck Drive

Fort Worth, TX 76131-2380

(817) 352-6050

Bar Admission: IL-1974

Education: Loyola U (JD, 1974), U of Chicago (MBA, 1986), C of the Holy Cross
(AB, 1971)

Previous Position: GC, 1988-95, Gen Atty, 1980-88, Atchison, Topeka & Santa Fe
Railway Corp

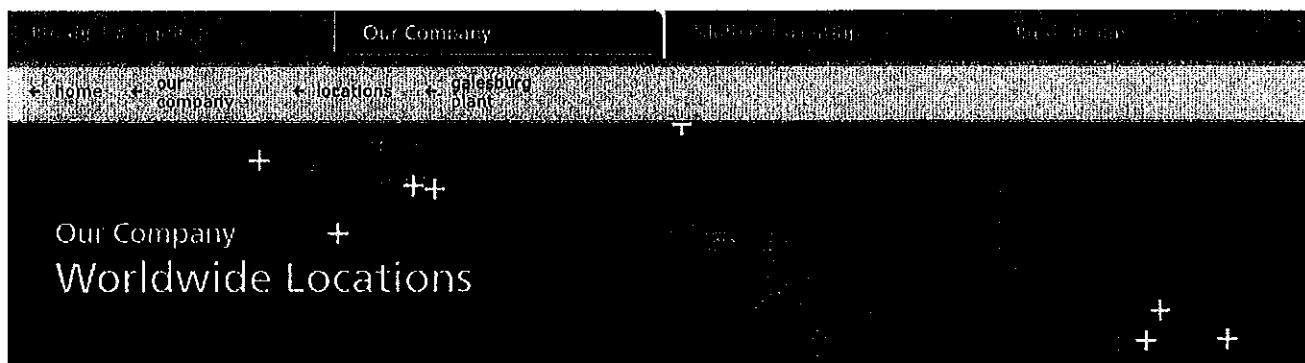
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Galesburg Plant



The Koppers Galesburg, Illinois facility is centrally located in the Midwest and sits adjacent to the BNSF classification yard. With close proximity to the Class 1 railroads and interstate trucking, the plant offers several logistic options for servicing our customer needs.

Location Summary

Physical Location	Galesburg, Illinois
Region	United States

Company Name **Koppers Inc.**
Railroad Products & Services

Mailing Address P.O. Box 1189
Galesburg, IL 61401

Street Address (Delivery) Route 41 South
Galesburg, IL 61401

Tele 309-343-5157

Fax 309-343-3501

Manager James R. Evans (email)
Plant Manager

EXHIBIT 17

MONSANTO**United States**

IL - Illinois

Centralia

Asgrow Seed

3421 State Route 51 South

P.O. Box 1837

Centralia, IL 62801



Farmer City

Asgrow Seed

N. John Street

P.O. Box 50

Farmer City, IL 61842

Monmouth

Asgrow Seed

757 180th Ave.

P.O. Box 588

Monmouth, IL 61462-0588

Monmouth

Monsanto Agronomy Center

1677 80th Street

Monmouth, IL 61462

Stonington

Asgrow Seed

State Route 48

P.O. Box 410

Stonington, IL 62567

Chicago

Channel Chicago Office

One East Delaware - #231

Chicago, IL 60611

Fairmount

Trisler Seeds Inc.

3274 E. 800 N. Road

Fairmount, IL 61841

Genesco

Sieben Hybrids

1441 Gorman Drive

Genesco, IL 61254

DEKALB® Locations

Ashton

DEKALB® Genetics Corp.

1990 Rt. 38 W

P.O. Box 170

Ashton, IL 61006

Bloomington

DEKALB® Genetics Corp.

RR4, Box 441A

2 Mi. W on State Road 9

Bloomington, IL 61704

DeKalb

DEKALB® DeKalb Swine Genetics

2210 Bethany Road

DeKalb, IL 60115

Dwight

DEKALB®

Route 17 East

P.O. Box 130

Dwight, IL 60420

Effingham

DEKALB®

3009 S. Banker

Effingham, IL 62401

Illiopolis

DEKALB® Genetics Corp.

4370 Mt. Pulaski Road N

P.O. Box 360

Illiopolis, IL 62539

Mason City

DEKALB® Genetics Corp.

Jerseyville
Jerseyville Agronomy Center
26207 Davidson Road
Jerseyville, IL 62052

Milford
Channel Milford Research
1193 N. 2300 E Road
Milford, IL 60953

Pleasant Plains
Stone Seed
5965 W. State Route 97
Pleasant Plains, IL 62677

36142 E State Rt. 10
P.O. Box 33
Mason City, IL 62664

Savoy
DEKALB® Illinois Technology Center
101 W. Tomaras Ave.
Savoy, IL 61874

Thomasboro
DEKALB® Genetics Corp.
2139 County Road 2500N
Thomasboro, IL 61878-9654

Tuscola
DEKALB®
204 W Southline St.
P.O. Box 228
Tuscola, IL 61953

Waterman
DEKALB® Genetics Corp.
450 E. Adams
P.O. Box 266
Waterman, IL 60556

DEKALB® Genetics Corp.
Waterman Research
8350 Minnegan Road
Waterman, IL 60556

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6th Cres
Bridgeport, IL 62417

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The Dow Chemical Company - Biocide Division

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Business Center, Sales Office, R&D and TS&D

Site	Address	Phone
Buffalo Grove	The Dow Chemical Company 1500 E. Lake Cook Road Buffalo Grove, Illinois 60089	Tel. 1 847 215 8600 Fax 1 847 808-3703

Biocides is committed to customers by providing superior solutions through a growing line of performance products, dedicated technical capabilities and formulation assistance.

It is this unique combination of capabilities that enables Biocides to offer significant economic advantages. Biocides offer TAUNOVATESM, a high-throughput testing capability for thorough analysis of customer samples for biocide efficacy. The broad product offering includes uses for building materials, RO membranes, oilfield, industrial hygiene, paints and coatings, water treatment, metalworking fluids, and personal care and household products.

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Joliet

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Manufacturing Site

Site	Address	Phone
Joliet	The Dow Chemical Company 26332 South Frontage Road Channahon, Illinois 60410	Tel. 1 815 423 5921 Fax 1 815 423 6180
	USA	

The Joliet site is centrally located in a massive Midwest market, 40 miles southwest of Chicago, Illinois, one of the largest metropolitan areas in the United States.

The Joliet area has a very diversified industrial base. More than 30 of its 350 industrial firms are Fortune 500 companies, e.g. BP-Amoco, Caterpillar and Mobil Oil. The Will County area, of which Joliet is the county seat, is the most heavily concentrated in the state for petrochemical processing; with Illinois as the fourth leading state in the United States for chemical processing.

The site consists of one (1) plant: STYROFOAM® insulation; as well as a marine distribution terminal.

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Alsip

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Manufacturing Site, Sales Office, Distribution, Customer Service and Technical Service Center

Site	Address	Phone
Alsip	UCAR Emulsion Systems International 12840 South Pulaski Road Alsip, Illinois 60803	Tel. 1 708 396 3000 Fax 1 708 396 3051
	USA	

Activities include research, development, engineering, manufacturing, marketing, sales and distribution of latex emulsions and rheology modifiers used in interior and exterior house paints, adhesives, sealants and industrial coatings. UCAR Emulsion Systems International has eight North American locations, manufacturing plants in five states, Canada and Puerto Rico, and a business and R&D center in Cary, North Carolina.

The Alsip, Illinois plant, located southwest of Chicago, started up in 1971 and serves customers in the Midwest. In 1995, the manufacture and distribution of wet chemical products earned ISO-9002 certification.

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